

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
MTE HOLDINGS LLC, <i>et al.</i> , <sup>1</sup>	)	Case No. 19-12269 (CSS)
Debtors.	)	(Jointly Administered)
<hr/>		
PILOT THOMAS LOGISTICS LLC,	)	
Plaintiff,	)	
v.	)	Adv. Proc. No. 20-50553 (CSS)
MDC ENERGY LLC,	)	<b>RE: A.D.I. 7, 11</b>
MDC TEXAS OPERATOR LLC,	)	
MDC REEVES ENERGY LLC, and	)	
NATIXIS, NEW YORK BRANCH.	)	
Defendants.	)	
<hr/>		

**AGREED ORDER AUTHORIZING THE  
STIPULATION STAYING SCHEDULING ORDER  
PENDING LIEN VALIDITY AND PRIORITY PROCEDURES**

Upon consideration of the stipulation attached hereto as Exhibit A (the “Stipulation”)<sup>2</sup>; and the Court having jurisdiction over the issuance of the relief mutually requested by the Parties to the Stipulation; and sufficient cause appearing therefor;

**IT IS HEREBY ORDERED THAT:**

1. The Stipulation is approved in its entirety, and its terms are incorporated herein by reference as if fully set forth herein.

---

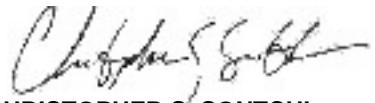
<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, are: MTE Holdings LLC (7894); MTE Partners LLC (1158); Olam Energy Resources I LLC (0770); MDC Energy LLC (9140); MDC Texas Operator LLC (1087); Ward I, LLC (6817); and MDC Reeves Energy LLC (3644). The Debtors’ address is 280 East 96th Street, Suite 210, Indianapolis, Indiana 46240.

<sup>2</sup> Capitalized terms not defined herein are used as in the Stipulation.

2. The Parties are authorized and empowered to take all actions necessary to implement the Stipulation.

3. The Court retains jurisdiction with respect to all matters arising from or related to the interpretation or implementation of this Order.

Dated: June 12, 2020  
Wilmington, Delaware



CHRISTOPHER S. SONTCHI  
UNITED STATES BANKRUPTCY JUDGE

## **EXHIBIT A**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
MTE HOLDINGS LLC, <i>et al.</i> <sup>3</sup>	)	Case No. 19-12269 (CSS)
Debtors.	)	(Jointly Administered)
<hr/>		
PILOT THOMAS LOGISTICS LLC,	)	
Plaintiff,	)	
v.	)	Adv. Proc. No. 20-50553 (CSS)
MDC ENERGY LLC,	)	
MDC TEXAS OPERATOR LLC,	)	
MDC REEVES ENERGY LLC, and	)	
NATIXIS, NEW YORK BRANCH.	)	
Defendants.	)	
<hr/>		

**STIPULATION STAYING SCHEDULING ORDER  
PENDING LIEN VALIDITY AND PRIORITY PROCEDURES**

Plaintiff Pilot Thomas Logistics LLC (“Plaintiff”), together with Debtor Defendants MDC Energy LLC, MDC Texas Operator LLC, and MDC Reeves Energy LLC and Defendant Natixis, New York Branch (collectively, the “Defendants” and, together with the Plaintiff, the “Parties”), by and through their respective counsel, hereby enter into this stipulation (the “Stipulation”) and represent and agree as follows:

---

<sup>3</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, are: MTE Holdings LLC (7894); MTE Partners LLC (1158); Olam Energy Resources I LLC (0770); MDC Energy LLC (9140); MDC Texas Operator LLC (1087); Ward I, LLC (6817); and MDC Reeves Energy LLC (3644). The Debtors’ address is 280 East 96th Street, Suite 210, Indianapolis, Indiana 46240.

**RECITALS**

WHEREAS, on March, 30, 2020, the Plaintiff filed its *Complaint and Request for Declaratory Judgment to Determine Validity, Priority, and Extent of Mineral Liens on the Debtors' Property* [D.I. 1] initiating the above-captioned adversary proceeding (the “Adversary Proceeding”);

WHEREAS, on May 1, 2020, the Court entered the Scheduling Order [D.I. 7] (the “Scheduling Order”) setting forth various deadlines and requirements for the Adversary Proceeding;

WHEREAS, on April 29, 2020 and May 26, 2020, the Defendants each filed their answers [D.I. 5, 10] to the Complaint;

WHEREAS, on May 20, 2020, the Plaintiff filed its answer [D.I. 9] to the counterclaim asserted by Defendant Natixis, New York Branch;

WHEREAS, on June 2, 2020, the Court entered the *Order Establishing Procedures to Determine the Validity, Priority, and Extent of Liens Asserted by Statutory Lien Claimants* [Case No. 19-12269, D.I. 1150] (the “Lien Procedures Order”) setting forth certain “Lien Validity and Priority Procedures” that encompass this Adversary Proceeding;

WHEREAS, the Parties agree that the Lien Procedures Order and the consolidated procedures set forth therein should precede the deadlines and requirements of the Scheduling Order;

**NOW THEREFORE**, it is hereby stipulated and agreed by and between the Parties to this Stipulation, through their undersigned counsel, that:

1. Subject to approval by the Court of this Stipulation, the Scheduling Order shall be stayed during the pendency of, and to the extent this Adversary Proceeding is governed by, the Lien Procedures Order.

2. Within fourteen (14) days of (i) the Adversary Proceeding and/or the claims asserted therein not being resolved under the Lien Procedures Order and (ii) the Adversary Proceeding and/or the claims asserted therein no longer being governed by the Lien Procedures Order, the Parties shall meet and confer regarding an amended scheduling order for the Adversary Proceeding and submit such amended scheduling order to the Court.

3. This Stipulation shall not be modified, altered, amended, or vacated without the prior written consent of all Parties hereto. Any such modification, alteration, amendment, or vacation in whole or part shall be subject to the approval of the Court.

4. This Stipulation is the entire agreement between the Parties in respect of the subject matter hereof.

5. This Stipulation may be signed in multiple counterparts.

6. Nothing in this Stipulation shall be construed as a waiver of any rights of the Parties or admission with respect to the chapter 11 cases or the Adversary Proceeding other than as modified herein.

7. The Parties reserve all of their rights with respect to any action or proceeding outside of the chapter 11 cases.

8. The Court shall retain exclusive jurisdiction to interpret, implement, and enforce the provisions of this Stipulation.

*[Signature pages follow]*

Dated: June 11, 2020

/s/ Eric M. Sutty

---

Rafael X. Zahralddin-Aravena (No. 4166)  
Eric M. Sutty (No. 4007)  
1105 N. Market Street, Suite 1700  
Wilmington, DE 19801  
Telephone: (302) 384-9400  
Email: rxza@elliottgreenleaf.com  
ems@elliottgreenleaf.com

and

Joshua N. Eppich, Esq. (admitted *pro hac vice*)  
Bryan C. Assink, Esq. (admitted *pro hac vice*)  
J. Robertson Clarke, Esq. (admitted *pro hac vice*)  
BONDS ELLIS EPPICH SCHAFFER JONES LLP  
420 Throckmorton Street, Suite 1000  
Fort Worth, TX 76102  
Telephone: (817) 405-6900  
Email: Joshua@bondsellis.com  
Bryan.Assink@bondsellis.com  
Robbie.Clarke@bondsellis.com

*Counsel to Pilot Thomas Logistics, LLC*

**MORRIS, NICHOLS, ARSHT &  
TUNNELL LLP**

/s/ David J. Mark

Robert J. Dehney (No. 3578)  
Eric D. Schwartz (No. 3134)  
Daniel B. Butz (No. 4227)  
1201 North Market Street, 16<sup>th</sup> Floor  
P.O. Box 1347  
Wilmington, Delaware 19899-1347  
Telephone: (302) 658-9200  
Facsimile: (302) 658-3989  
Email: rdehney@mnat.com  
eschwartz@mnat.com  
dbutz@mnat.com

- and -

**KASOWITZ BENSON TORRES LLP**  
Andrew K. Glenn (admitted *pro hac vice*)  
Matthew B. Stein (admitted *pro hac vice*)  
David J. Mark (admitted *pro hac vice*)  
1633 Broadway  
New York, New York 10019  
Telephone: (212) 506-1700  
Facsimile: (212) 506-1800  
Email: AGlenn@kasowitz.com  
MStein@kasowitz.com  
DMark@kasowitz.com

*Counsel for Debtors and Debtors in  
Possession*

**BAYARD, P.A.**

/s/ Erin R. Fay

Erin R. Fay (No. 5268)  
Daniel N. Brogan (No. 5723)  
600 N. King Street, Suite 400  
Wilmington, Delaware 19801  
Telephone: (302) 655-5000  
Facsimile: (302) 658-6395  
efay@bayardlaw.com  
dbrogan@bayardlaw.com

- and -

**BRACEWELL LLP**

William A. (Trey) Wood III (admitted *pro  
hac vice*)  
711 Louisiana Street, Suite 2300  
Houston, TX 77002  
Telephone: (713) 221-1166  
Facsimile: (713) 221-1212  
trey.wood@bracewell.com

David J. Ball (admitted *pro hac vice*)  
Logan S. Kotler (admitted *pro hac vice*)  
1251 Avenue of the Americas, 49<sup>th</sup> Floor  
New York, NY 10020  
Telephone: (212) 508-6100  
Facsimile: (212) 508-6101  
david.ball@bracewell.com  
logan.kotler@bracewell.com

Mark E. Dendinger (admitted *pro hac vice*)  
CityPlace I, 34<sup>th</sup> Floor  
185 Asylum Street  
Hartford, CT 06103  
Telephone: (860) 947-9000  
Facsimile: (860) 404-397  
mark.dendinger@bracewell.com

*Counsel to Natixis, New York Branch as  
Administrative Agent and Lender*